

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CHESAPEAKE ENERGY CORPORATION.,
et al.,¹

Debtors.

Chapter 11

Case No. 20-33233 (DRJ)

(Jointly Administered)

**THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS' WITNESS AND
EXHIBIT LIST FOR HEARING SCHEDULED JULY 31, 2020 AT 11:00 A.M.**

The Official Committee of Unsecured Creditors (the "Committee") files this Witness and Exhibit List for the hearing to be held on July 31, 2020 at 11:00 a.m. (Central) in the Southern District of Texas, Houston Division.

WITNESSES (May Call)

1. Robert Albergotti (fact and expert; live or via declaration);	<u>Judge:</u> Honorable David R. Jones Courtroom 400
2. Dominic Dell'Osso:	<u>Hearing Date:</u> July 31, 2020
3. Stephen Antinelli:	<u>Hearing Time:</u> 11:00 a.m.
4. Any rebuttal and/or impeachment witnesses; and	<u>Party's Name:</u> The Official Committee of Unsecured Creditors
5. All persons listed on the witness list of any party.	<u>Attorneys' Names:</u> William R. Greendyke Jason L. Boland Louis R. Strubeck, Jr. Julie G. Harrison Robert J. Stark Bennett S. Silverberg Kenneth J. Aulet Andrew M. Carty Jeffrey L. Jonas Steven B. Levine
	<u>Attorneys' Phone:</u> (713) 651-5151

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://dm.epiq11.com/chesapeake>. The location of Debtor Chesapeake Energy Corporation's principal place of business and the Debtors' service address in these chapter 11 cases is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118.

		(212) 209-4800
		<u>Nature of Proceeding:</u> Second Day Hearings, including Final Hearing on Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Existing Secured Parties, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Dkt. No. 22]

EXHIBITS

No.	Description	Offered	Objection	Admitted/Not Admitted	Disposition
1.	UCC 30(b)(6) Notice to Debtors re: DIP				
2.	Debtors Rs&Os to UCC 30(b)(6) Notice				
3.	Stephen Antinelli Declaration in support of DIP Motion, Dkt. No. 22				
4.	Dominic Dell'Osso First Day Declaration in support of First Day Motions				
5.	2020-05-20 CHK0000049 - Project Cherokee - Board discussion materials (5.5.20) [FILED UNDER SEAL]				
6.	2020-04-27 CHK0008242 meeting + attachments Dell'Osso call re DIP Proposal Grid – JPM [FILED UNDER SEAL]				
7.	2020-04-28 CHK0000037 Project Cherokee - Board discussion materials (4.28.20) [FILED UNDER SEAL]				
8.	2020-05-01 CHK0008916 DIP Proposal grid + attachments				

	[FILED UNDER SEAL]				
9.	2020-05-10 CHK000001 Project Cherokee Board of Directors Materials [FILED UNDER SEAL]				
10.	2020-05-08 CHK0007304 MUFG to Dell'Oso email + attachments [FILED UNDER SEAL]				
11.	2020-05-15 CHK0001353 Dell'Oso & Antinelli email re term sheet + attachments [FILED UNDER SEAL]				
12.	2020-06-13 CHK0008848 Antinelli email attaching CHK Term Sheet Comparison_Fwd CHK [FILED UNDER SEAL]				
13.	2020-05-01 CHK0008220 Dell'Oso email re MUFG syndication strategy [FILED UNDER SEAL]				
14.	2020-05-17 CHK0007464. Dell'Oso catch up email with JPM re CHK fee proposal [FILED UNDER SEAL]				
15.	2020-05-18 CHK0007874 MUFG Dell'Oso call [FILED UNDER SEAL]				
16.	2020-05-21 CHK0008156 download call re Dell'Oso conversation with MUFG [FILED UNDER SEAL]				
17.	2020-05-21 CHK0008174 Dell'Oso catch up chatter re MUFG v. JPM [FILED UNDER SEAL]				
18.	2020-05-21 CHK0008901 email re Steering Committee_FW Chesapeake [FILED UNDER SEAL]				
19.	2020-06-04 CHK0008908 email attaching DIP + Exit Facilities - MUFG Term Sheets & Exit Sizing (06-04-20) [FILED UNDER SEAL]				

20.	2020-06-11 CHK0044797 Antinelli email re MUFG & CHK Dip Term Sheet (no attachment) [FILED UNDER SEAL]				
21.	2020-06-12 CHK0008161 Dell'Osso final DIP points call with MUFG & CHK [FILED UNDER SEAL]				
22.	Declaration of Robert Albergotti filed in support of the Committee's DIP Objection, Dkt. No. 514 [REDACTED VERSION AND SEALED VERSION]				
23.	RBL Exit Facility, execution version [FILED UNDER SEAL]				
24.	Backstop Credit Agreement among Debtors in Possession, execution version [FILED UNDER SEAL]				
25.	DIP Budget filed in support of DIP Motion, Dkt. No. 22				
26.	Initial Monthly Forecast – Chesapeake [FILED UNDER SEAL]				
27.	Fell Letter – Filed Stamped [FILED UNDER SEAL]				
28.	[RESERVED]				
29.	[RESERVED]				
30.	PG&E Final DIP Order				
31.	Frontier Interim DIP Order				
32.	Intelsat Final DIP Order				
33.	Peabody Final DIP Order				
34.	SunEdison Final DIP Order				
35.	Windstream Final DIP Order				
36.	Neiman Marcus Final DIP Order				

37.	McDermott Final DIP Order				
38.	Sanchez Energy Final DIP Order				
39.	Foresight Energy Final DIP Order				
40.	EXCO Resources Final DIP Order				
41.	Sheridan Holding Co II Final DIP Order				
42.	Vanguard Natural Resources Final DIP Order				
43.	Arch Coal Final DIP Order				
44.	EP Energy Final DIP Order				
45.	Murray Energy Final DIP Order				
46.	iHeart Media Final DIP Order				
47.	Weatherford International Final DIP Order				
48.	Avaya Final DIP Order				
49.	Windstream Final DIP Order				
50.	Second Amendment to DIP Credit Agreement [FILED UNDER SEAL]				
51.	CHK - JPM DIP Administrative Agent Fee Letter (Sent to JPM 5520)-v4 [FILED UNDER SEAL]				
52.	CHK - JPM DIP Fee Letter (Sent to JPM 5520)-v6 [FILED UNDER SEAL]				
53.	CHK - JPM DIP Term Sheet (K&E Draft 5.1.2020)_(67940984_7) [FILED UNDER SEAL]				
54.	JPM Proposal (05.15.20) [FILED UNDER SEAL]				
55.	Project Cherokee - Bank discussion materials DRAFT (5.19.20)				

	[FILED UNDER SEAL]				
56.	Supplemental Declaration of Robert Albergotti in support of Committee's DIP Objection				
57.	Any document or pleading filed in the above captioned cases, including any exhibits thereto				
58.	Any exhibit designated by any other party				
59.	Any exhibit necessary to rebut the evidence or testimony of any witness offered or designated by any other party				

The Committee reserves the right to cross-examine any witnesses called or designated by any other party, to use any exhibits designated by any other party or documents filed of record with the Court, as well as any exhibits necessary for impeachment or rebuttal. The Committee reserves the right to call adverse parties as witnesses, to call any additional rebuttal witnesses, and to introduce rebuttal exhibits as necessary. The Committee reserves the right to further amend and/or supplement the foregoing exhibit and witness list.

Dated: July 29, 2020
Houston, Texas

Respectfully submitted,

NORTON ROSE FULBRIGHT US LLP

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*Proposed Counsel for the Official Committee of
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CERTIFICATE OF SERVICE

The undersigned certifies that on July 29, 2020, a true and correct copy of the foregoing document was served via the Court's CM/ECF system on all counsel of record.

/s/ Bob Bruner